

Annual Report 2018-19

The background of the cover features a series of concentric, glowing blue ripples that emanate from a point on the right side, creating a sense of movement and depth. Overlaid on this is a thin, blue, multi-lined graphic that starts as a series of parallel lines at the top right and curves downwards and to the left, ending near the center of the ripples. The overall color palette is dominated by various shades of blue, from light to dark, with white highlights on the ripples.

Perseverance

AAR COMMERCIAL COMPANY LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Anupam Khetan
Mrs. Uma Sharma
Mrs. Nishi Agarwal
Mr. Udit Agarwal

CHIEF FINANCIAL OFFICER

Mr. Avijit Das

COMPANY SECRETARY

Mr. Arvind Kumar Modi

CORPORATE IDENTIFICATION NUMBER

L63090WB1982PLC035019*

REGISTERED OFFICE

Flat No – 22, Second Floor, Right Side,
Bazar Lane, Bhogal, Jangpura,
New Delhi – 110 014
Phone No: 011-4614 3189

WEBSITE

www.aarccl.in

BANKERS

Canara Bank

AUDITORS

M/s. R. K. Tapadia & Co.
Chartered Accountants
1/1, Sevak Baidya Street,
New Indrapuri, 4th Floor,
Kolkata – 700 029

REGISTRAR & SHARETRANSFER AGENT

M/s. Niche Technologies Pvt. Ltd.
7th Floor, Room No. 7A & 7B,
3A Auckland Road,
Kolkata - 700 017 (W.B.)
Phone: 033-22806616/17/18
Email: nichetechpl@nichetechpl.com
Website: www.nichetechpl.com

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*** Registered Office of the Company has been shifted from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi and Haryana (from Kolkata to New Delhi). E-Form INC-22 (informing the Registrar of Companies about situation of New Registered Office) has been filed with ROC. New Corporate Identification Number has not been generated/provided yet.**

DIRECTORS' REPORT

ToThe Members,

Your Directors have pleasure in submitting 37th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

FINANCIAL RESULTS

The summarized financial performance of the Company for the year under review as compared with previous year's figures are given hereunder :

(Rs. in lacs)

Particulars	F.Y. 2018 - 19	F.Y. 2017 - 18
Net Sales / Income from Business Operations	–	–
Other Income	127.37	29.18
Total Income	127.37	29.18
Total Expenditure	26.55	11.29
Profit Before Tax	100.83	17.89
Less: Tax Expenses	20.18	0.64
Profit/(Loss) After Tax	80.64	17.25
Basic & Diluted Earnings per Equity Share	0.81	0.17

OPERATIONAL REVIEW

Gross revenues for this financial year stood at Rs. 1,27,37,423.00 as against Rs. 29,18,063.50 in the previous year. Profit before depreciation and taxation was Rs. 1,00,82,715.20 as against Rs. 17,89,115.35 in the previous year. After providing for depreciation and taxation the net profit of the Company for the year under review was placed at Rs. 80,64,452.20 as compared to Rs. 17,25,330.35 in the previous year.

FINANCIAL ACCOUNTING AND ADOPTION OF IND-AS

The Financial Statements for the FY 2018-19 are prepared under Ind-AS. Pursuant to Section 129(3) of the Companies Act, 2013, the Financial Statements of the Company are prepared in accordance with the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and Indian Accounting Standard on Financial Statements is provided in the Annual Report.

DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits incurred by the Company.

The provisions of Section 125(2) of the Companies Act, 2013 relating to transfer of Unclaimed Dividend to Investor Education and Protection Fund do not apply as there was no dividend declared and paid by the Company.

DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

Your Directors confirm that Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the notes to the financial statements.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DIRECTORS' REPORT *(Contd.)*

SHARE CAPITAL

The paid-up equity capital as on March 31, 2019 was Rs. 100,140,000. No Bonus Shares were issued neither company bought back any of its securities during the year under review. The company has not issued any shares with differential voting rights nor granted stock options nor sweat equity shares. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company. The Company has paid Listing Fees for the financial year 2019-20 to each of the Stock Exchanges, where its equity shares are listed. During the year Camellia Tradelink Private Limited, a Wholly Owned Subsidiary amalgamated with the Company. Since the entire shareholding of this Wholly Owned Subsidiary was held by the Company, no shares were allotted. Hence there was no impact on the total issued and paid up share capital. However, pursuant to the Scheme of Amalgamation as approved by the Central Government (Regional Director- ER) the Authorised Share Capital of the Wholly Owned Subsidiary Company clubbed/merged with the Authorised Share Capital of the Company. Hence, post Merger the Authorised Share Capital of the Company stood at Rs. 12,45,00,000/-

LISTING OF SHARES

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited, Mumbai and Calcutta Stock Exchange Limited, Kolkata.

The Listing Fee has been paid to the Stock Exchanges for the FY 2019-20. The ISIN No. of the Company is INE184K01013.

EXTRACTS OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in prescribed Form – MGT 9 is furnished in **Annexure A** and is attached to this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

However, the Board has adopted this Policy in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Regulations) to ensure that all Related Party Transactions shall be subject to this policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions. The Policy on Related Party Transactions is uploaded in the Company's website www.aarcl.in under the link <https://www.aarcl.in/images/pdf-reports/other-corporate-announcements/policy-on-related-party-transactions.pdf>

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Management and Business Risk Evaluation is an ongoing process within the Organization. Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. At present the Company has not identified any element of risk which may threaten the business or existence of the Company.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "Code of Conduct for Board of Directors & Senior Management Personnel". The Code has been posted on the Company's website www.aarcl.in under the link <https://www.aarcl.in/images/pdf-reports/other-corporate-announcements/code-of-onduct-for-board-of-directors-and-senior-management-personnel.pdf>

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or outflow during the year under review.

DIRECTORS' REPORT *(Contd.)*

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES AND EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any Sweat Equity Shares or Equity Shares with Differential Rights during the financial year.

INTERNAL COMPLAINT REGARDING SEXUAL HARASSMENT

There were no cases of sexual harassment of woman at work place. Also, there are no instances of child labour/ forced labour/ involuntary labour and discriminatory employment during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:-

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently.

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure B** and is attached to this report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company held **9** Board Meetings during the financial year under review. Detailed information is given in the Corporate Governance Report.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. The Code has been posted on the Company's website www.aarccl.in under the link <https://www.aarccl.in/images/pdf-reports/other-corporate-announcements/code-of-conduct-for-prevention-of-insider-trading.pdf>

All Board of Directors and the designated employees have confirmed compliance with the Code.

DIRECTORS' REPORT *(Contd.)*

FAMILIARISATION PROGRAMME

Your Company follows a structured familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

The details of familiarisation programme have been posted in the website of the Company www.aarccl.in under the link https://www.aarccl.in/images/pdf-reports/other-corporate-announcements/AAR_COMM_FAMILIARISATION_PROGRAMME_OF_INDIPENDENT_DIRECTORS.pdf

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of the Company Mrs. Uma Sharma (DIN: 06862354) will retire by rotation at the ensuing AGM of the Company and being eligible, offers herself for re-appointment.

In terms of the provisions of Section 149, 152 of the Companies Act, 2013 which came into effect from 1st April, 2014, Schedule IV and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors can hold office for a term of up to five (5) consecutive years on the Board of Directors of the Company and are not liable to retire by rotation. All Independent Directors of the Company have submitted a declaration that each of them meets the criteria of Independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

Pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Udit Agarwal (DIN: 07036864), who was appointed as an Independent Director and who holds the office of Independent Director up to December 5, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. December 6, 2019."

The following are the Key Managerial Personnel of the Company:

SL. No.	NAME	DIN/PAN	DESIGNATION
1.	Anupam Khetan	07003797	Whole-time Director
2.	Avijit Das	AHXP4883E	Chief Financial Officer (CFO)
3.	Arvind Kumar Modi	AUHPM5239Q	Company Secretary (CS)

None of the Directors of your Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Companies Act, 2013 and a certificate dated 13th August, 2019 received from Company Secretary in Practice certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI/Ministry of Corporate Affairs or any such statutory authority is annexed to the Corporate Governance Report.

PARTICULARS OF MANAGERIAL REMUNERATION

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

I. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

DIRECTORS	RATIO TO MEDIAN REMUNERATION
Mr. Anupam Khetan	1:1
Mrs. Uma Sharma	N.A. *
Mr. Rajendra Yadav	N.A. *
Mr. Udit Agarwal	N.A. *
Mr. Kumar Deepak	N.A. *
Mr. Arvind Kumar Modi	1.47:1
Mr. Avijit Das	1.22:1

* Except sitting fees no remuneration is paid to the Non-Executive Independent Directors.

DIRECTORS' REPORT *(Contd.)*

II. Percentage increase in remuneration of directors, chief financial officer, company secretary, if any, in the financial year

NAME	DESIGNATION	% INCREASE
Anupam Khetan	Whole-time Director	0.00
Mrs. Uma Sharma	Non-Executive Director	N.A. *
Mr. Rajendra Yadav	Non-Executive Independent Director	N.A. *
Mr. Udit Agarwal	Non-Executive Independent Director	N.A. *
Mr. Kumar Deepak	Non-Executive Independent Director	N.A. *
Mr. Avijit Das	Chief Financial Officer	0.00
Mr. Arvind Kumar Modi	Company Secretary	175 %

III. Percentage increase in the median remuneration of employees in the financial year: 344.44 %

IV. Number of permanent employees on the rolls of Company: 5

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Managerial Personnel – Salary of Mr. Arvind Kumar Modi increased to ₹ 2.64 Lacs in the Financial Year 2018-19.

Non-Managerial Personnel –0.00 %

VI. The key parameters for any variable component of remuneration availed by the directors: N.A.

VII. Affirmation that the remuneration is as per the remuneration policy of the company:

The Company affirms remuneration is as per the remuneration policy of the Company.

VIII. There is no employee whose remuneration exceeds the limits prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

REMUNERATION OF DIRECTORS

The details regarding remuneration to Directors are shown separately in MGT-9 attached as **Annexure A** which forms part of the Directors Report.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

DISCLOSURE OF COMPOSITION VIGIL MECHANISM POLICY

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

The policy on vigil mechanism is attached with this report as **Annexure C** and is also available on the website of the company i.e. www.aarcl.in under the link <https://www.aarcl.in/images/pdf-reports/other-corporate-announcements/whistle-blower-policy.pdf>

DETAILS OF COMPOSITION OF COMMITTEES

(i) Audit Committee

The Audit Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mrs. Nishi Agrawal	Chairperson	Independent
Mrs. Uma Sharma	Member	Non-Executive
Mr. Udit Agarwal	Chairperson	Independent

Mr. Rajendra Yadav and Mr. Kumar Deepak, Independent Directors were holding the position of members of the Audit Committee.

DIRECTORS' REPORT *(Contd.)*

Both the Directors have tendered their resignation from the Directorship of the Company effective from April 25, 2019 and consequently they also relinquished the positions in Audit Committee also. Further, Mrs. Nishi Agrawal was appointed as an Independent Director on June 19, 2019. Audit Committee has been reconstituted by the Board of Directors of the Company on June 19, 2019 by appointment of Mr. Nishi Agrawal as a Chairperson, Mrs. Uma Sharma and Mr. Udit Agarwal as Members of the Audit Committee.

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mr. Udit Agarwal	Chairperson	Independent
Mrs. Nishi Agrawal	Member	Independent
Mrs. Uma Sharma	Member	Non-Executive

Mr. Rajendra Yadav and Mr. Kumar Deepak, Independent Directors were holding the position of members of the Nomination and Remuneration Committee. Both the Directors have tendered their resignation from the Directorship of the Company effective from April 25, 2019 and consequently they also relinquished the positions in Nomination and Remuneration Committee also. Further, Mrs. Nishi Agrawal was appointed as an Independent Director on June 19, 2019. Nomination and Remuneration Committee has been reconstituted by the Board of Directors of the Company on June 19, 2019 by appointment of Mr. Udit Agarwal as a Chairperson, Mrs. Nishi Agrawal and Mrs. Uma Sharma as Members of the Nomination and Remuneration Committee.

(iii) Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mr. Udit Agarwal	Chairperson	Independent
Mrs. Nishi Agrawal	Member	Independent
Mrs. Uma Sharma	Member	Non-Executive

Mr. Rajendra Yadav and Mr. Kumar Deepak, Independent Directors were holding the position of members of the Stakeholders Relationship Committee. Both the Directors have tendered their resignation from the Directorship of the Company effective from April 25, 2019 and consequently they also relinquished the positions in Stakeholders Relationship Committee also. Further, Mrs. Nishi Agrawal was appointed as an Independent Director on June 19, 2019. Stakeholders Relationship Committee has been reconstituted by the Board of Directors of the Company on June 19, 2019 by appointment of Mr. Udit Agarwal as a Chairperson, Mrs. Nishi Agrawal and Mrs. Uma Sharma as Members of the Stakeholders Relationship Committee.

BOARD EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 and Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at its meeting held on 13th February, 2019 has carried out an annual performance evaluation of its own performance, the individual directors' performance including that of independent directors.

The parameters based on which the evaluation process is being carried out is fixed by the Board in terms of the provisions of Companies Act, 2013.

In a separate meeting of Independent Directors held on 29th March, 2019, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

DISASSOCIATION OF SUBSIDIARIES AND DISPOSAL OF STAKE IN SUBSIDIARIES

The Honourable Regional Director (ER), Ministry of Corporate Affairs vide its order dated October 31, 2018, has approved and sanctioned the Scheme of Amalgamation of Camellia Tradelink Private Limited (Transferor and Wholly Owned Subsidiary Company) with AAR Commercial Company Limited (Transferee Company). Consequent upon amalgamation, the Transferor Company ceased to

exist as a Subsidiary. Amalgamation Order of Honorable Regional Director as received were filed with the Registrar of Companies, West Bengal on November 13, 2018.

AMALGAMATION OF WHOLLY OWNED SUBSIDIARIES

At their meeting held on 13th February, 2018, Board of Directors of the Company has approved the Scheme of Amalgamation of M/s. Camellia Tradelink Private Limited being a Wholly Owned Subsidiary (TRANSFEROR COMPANY) with AAR Commercial Company Limited (TRANSFeree COMPANY). Hence, as per the provisions of Section 233 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Company has filed Scheme of Amalgamation with the Registrar of Companies, West Bengal and Office of the Official Liquidator, Calcutta High Court for their Observation on the same.

Vide its Letter bearing reference no. ROC/LEGAL/233/2018/50 dated 10.04.2018, the office of Registrar of Companies, West Bengal has issued its observation with the following suggestions:

- 1. The share capital clause of the scheme shall include the class and category of company which enters into the scheme of amalgamation i.e. holding company and its wholly owned subsidiary company.**
- 2. The Scheme shall include the clause related to providing “purchase of share held by the descending shareholders/debtors, Creditors”, “cancellation or extinguish of shares on demerger”, if applicable.**
- 3. This Office has scrutinised the scheme of Amalgamation for its limited internal purpose/in-principle approval for deciding on the matter of Amalgamation of the transferor and transferee companies and it should not for any reason affects the interest of public.**

Further, the Office of the Official Liquidator, High Court, Calcutta vide its letter bearing reference no. OL-Misc./Amalg/S233/62/6905/G dated 21.02.2018 has given the following suggestions:

- 1. This Office has scrutinised the scheme of Amalgamation for its limited internal purpose / in-principle approval for deciding on the matter of Amalgamation of companies and it should not for any reason affects the interest of public.**

The said suggestions were duly incorporated in the Scheme of Amalgamation.

Vide its Order dated October 31, 2018, Central Government (Regional Director-ER) has approved the Scheme of Amalgamation of M/s. Camellia Tradelink Private Limited (being a Wholly Owned Subsidiary of the Company) with the Company. Consequent upon amalgamation M/s. Camellia Tradelink Private Limited ceased to exist as a Subsidiary of AAR Commercial Company Limited. Amalgamation Order of Honorable Regional Director as received were filed with the Registrar of Companies, West Bengal on November 13, 2018.

SHIFTING OF REGISTERED OFFICE FROM KOLKATA (WEST BENGAL) TO NEW DELHI (NATIONAL CAPITAL TERRITORY OF DELHI)

Board of Directors of the Company has vide its resolution dated January 21, 2019 proposed the shifting of the Registered Office of the Company from Kolkata to New Delhi (from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi and Haryana). The proposal of the Board of Directors as above has been approved by the Shareholders at the Extra-ordinary General Meeting held on Monday, 25th February, 2019.

The Regional Director (ER), Ministry of Corporate Affairs vide its order dated 19th June, 2019 approved shifting of Registered Office from the state of West Bengal to the National Capital Territory of Delhi. Order of the Regional Director (ER), Ministry of Corporate Affairs passed as above, has been filed in E-form INC-28 with the Registrar of Companies, West Bengal on 1st July, 2019. Further, pursuant to the provisions of Section 12(2) & (4) of the Companies Act, 2013 and Rule 25 and 27 of The Companies (Incorporation) Rules, 2014, the Company is in the process of filing E-Form INC-22 with the Registrar of Companies, West Bengal, intimating the shifting of the Registered Office of the Company from 1, British India Street (Old Complex), Mezzanine Floor, Room Nos. 20, Kolkata – 700 069 (from the jurisdiction of Registrar of Companies, West Bengal) to Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura, New Delhi – 110 014 (to the jurisdiction of Registrar of Companies, Delhi and Haryana).

Following are the Corporate Details of the Company after shifting of Registered Office:

Name of the Company	AAR Commercial Company Limited
New Corporate Identification Number (CIN)	* Registered Office of the Company has been shifted from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi and Haryana (from Kolkata to New Delhi). E-Form INC-22 (informing the Registrar of Companies about situation of New Registered Office) has been filed with ROC. New Corporate Identification Number has not been generated/provided yet.
Registered Office Address	Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura, New Delhi - 110 014
Contact Person for Correspondence	Anupam Khetan
Telefax No.	011-4614 3189
Email Id	investors.commercial@rediffmail.com
Website	www.aarcl.in

STATUTORY AUDITORS

Pursuant to Section 139 of the Companies Act, 2013 and Rules made thereunder, M/s R.K. Tapadia & Co., Chartered Accountants (ICAI Firm Registration No. 318166E) were appointed as Statutory Auditors at the 35th Annual General Meeting held on September 22, 2017 to hold office until the conclusion of the 40th Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting.

SECRETARIAL AUDIT REPORT

Mr. Anurag Fatehpuria, Practicing Company Secretary, having office at 23/1, Sita Nath Bose Lane, Salkia, Howrah - 711 101 has been appointed as Secretarial Auditors of the Company for financial year ended 31st March, 2019. The Secretarial Audit Report received from the Secretarial Auditor is annexed to this report marked as **Annexure - D** and forms part of this report.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

Certain observations made in the Secretarial Audit Report with regard to few lapses under the Companies Act, 2013 relating to maintenance of statutory registers were mainly due to ambiguity and uncertainty of the applicability. However, the company would ensure in future that all the provisions are complied to the fullest extent.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of the business of the Company.

CORPORATE GOVERNANCE

The Company is committed to maintain transparency in its operations & hence it complies with the Corporate Governance requirements.

The Corporate Governance Report as per Schedule V(C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and requisite Certificate of Compliance from Statutory Auditor regarding compliance of conditions of Corporate Governance are annexed and forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report of the Company comprising of management perception, risks and concerns, internal control systems are annexed and forms part of the Annual report.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their gratitude for the assistance and support extended by its bankers, business associates, stakeholders and various Government Authorities during the year under review.

Your Directors thank the esteemed shareholders for their continued support and encouragement and also appreciates the dedicated services rendered by the employees at all levels for the growth of the Company.

For and on Behalf of the Board of Directors

Anupam Khetan

Director

DIN : 07003797

Place : Kolkata

Date : 13th August, 2019